

RECORDATION NO.

26079-C  
FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

DEC 28 '05 11:36 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
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December 28, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement (Lot 1) (MBTA-2005-FT), dated as of December 27, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number

\_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Lessor: MBTA-2005-FT Statutory Trust  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware, 19890-0001

Lessee: Massachusetts Bay Transportation Authority  
Ten Park Plaza  
Boston, Massachusetts 02116

Mr. Vernon A. Williams  
December 27, 2005  
Page 2

A description of the railroad equipment covered by the enclosed document is:

15 Blind Trailer Coaches with MBTA rail marks and with road numbers 767 - 781.

A short summary of the document to appear in the index is:

Memorandum of Lease Supplement (Lot 1) (MBTA-2005-FT).

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

DEC 28 '05

11-36 AM

**MEMORANDUM OF LEASE SUPPLEMENT (LOT 1) (MBTA-2005-FT)**

Memorandum of Lease Supplement (Lot 1) (MBTA-2005-FT), made and entered into on December 27, 2005 by and between **MBTA-2005-FT STATUTORY TRUST**, a Delaware statutory trust, having its principal place of business in care of Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, DE, 19890-0001, Attention: Corporate Trust Administration (the "**Lessor**"), and **MASSACHUSETTS BAY TRANSPORTATION AUTHORITY**, a body politic and corporate and political subdivision of The Commonwealth of Massachusetts, having its principal office at Ten Park Plaza, Boston, MA 02116, Attention Jonathan R. Davis, Deputy General Manager and Chief Financial Officer (the "**Lessee**").

**WITNESSETH:**

The undersigned have entered into that certain Lease Supplement (MBTA-2005-FT), dated as of December 27, 2005, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum of Lease Supplement (Lot 1) (MBTA-2005-FT) to be duly executed by their respective authorized officers on the day and year first above written.

LESSOR:

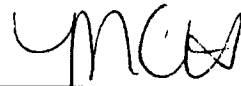
MBTA 2005-FT STATUTORY TRUST

By Wilmington Trust Company, not in its individual capacity, but solely as Trustee

By: \_\_\_\_\_

Name:

Title:



**Michele C. Harra**

Financial Services Office

ACKNOWLEDGEMENT

STATE OF Delaware )  
COUNTY OF NEW CASTLE ) ss.

On Dec. 23<sup>rd</sup>, 2005, before me, **Bethany J. Taylor**, personally came **Michele C. Harra**, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

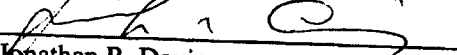
Bethany J. Taylor  
Notary Public

My commission expires on \_\_\_\_\_, 20\_\_

**BETHANY J. TAYLOR**  
**Notary Public - State of Delaware**  
**My Comm. Expires Oct. 20, 2007**

LESSEE:

MASSACHUSETTS BAY TRANSPORTATION  
AUTHORITY

By:   
Jonathan R. Davis  
Deputy General Manager and Chief Financial  
Officer

ACKNOWLEDGEMENT

STATE OF MASSACHUSETTS )  
COUNTY OF SUFFOLK ) ss.

On Dec 20, 2005, before me, Timothy Rempe, personally came  
Jonathan R. Davis, personally known to me to be the person whose name is subscribed to  
the within instrument and acknowledged to me that she executed the same in her authorized  
capacity and that by her signature on the instrument, the person or the entity upon behalf of  
which the person acted, executed the instrument.

Witness my hand and official seal.

  
Notary Public

My commission expires on 5/5, 2011

Exhibit A  
to the  
Lease Supplement  
(MBTA-2005-FT)  
Equipment Lot No. 1

Description of Equipment; Equipment Values

Description	Serial Number	Equipment Value (as expressed in U.S. Dollars)
Blind Trailer Coach	767	2,932,000
Blind Trailer Coach	768	2,932,000
Blind Trailer Coach	769	2,932,000
Blind Trailer Coach	770	2,932,000
Blind Trailer Coach	771	2,932,000
Blind Trailer Coach	772	2,932,000
Blind Trailer Coach	773	2,932,000
Blind Trailer Coach	774	2,932,000
Blind Trailer Coach	775	2,932,000
Blind Trailer Coach	776	2,932,000
Blind Trailer Coach	777	2,932,000
Blind Trailer Coach	778	2,932,000
Blind Trailer Coach	779	2,932,000
Blind Trailer Coach	780	2,932,000
Blind Trailer Coach	781	2,932,000

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/27/05



\_\_\_\_\_  
Robert W. Alvord